

EXHIBIT G
DRAFT INVESTMENT POLICY & PROCEDURES

CITY OF SAN JOSE
DEFERRED COMPENSATION PLAN

INVESTMENT POLICY AND PROCEDURES STATEMENT

DRAFT JANUARY 21, 2006

PURPOSES

This investment policy has been developed for the Deferred Compensation Plan to document:

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- Investment philosophy
- Investment option categories
- Investment option characteristics
- Investment fund selection
- Standards of investment performance
- Investment fund evaluations
- Blackout Periods
- Prohibited securities
- Disclosure of fees, commissions and charges
- Investment communication to participants
- Investment education
- Review

INVESTMENT PHILOSOPHY

POLICY:

The Deferred Compensation Plan (Plan) is a long-term retirement savings vehicle and is intended as a significant source of retirement income for eligible participants. The investment options available from the Plan will cover a broad range of investment risk and reward appropriate for this kind of retirement savings program. Participants bear the risk and rewards of investment returns that result from the investment options that they select. The investment options (funds) made available will be determined by the Deferred Compensation Advisory Committee (DCAC) from time to time.

The mix of investment options appropriate for a participant depends on the combination of a number of factors, including, among others, age, current income, length of time to retirement (or other expected use of the account), tolerance for investment risk, income replacement objectives, and a participant's other assets. To permit participants to establish different investment strategies, the plan may offer up to 15 investment categories, which have varying return and volatility characteristics. It is the responsibility of each participant to evaluate the investment options and to select an appropriate mix. A participant should consider, among others, the following risks:

- | | |
|-------------------------|--|
| Volatility: | The risk of significant decreases in account value (including the loss of principal) over relatively short periods of time. |
| Accumulation: | The risk of not accumulating sufficient assets to retire. |
| Understanding: | The risk of investing for the wrong reasons. |
| Diversification: | The risk of concentrating investments and suffering large losses from a single investment category or similar categories that do not perform well. |

DESCRIPTION OF INVESTMENT OPTION CATEGORIES

A **Money Market Option** invests in cash equivalent securities with maturities of less than one year. The average quality of the portfolio must be A1, P1, or AAA. The objective of the fund is to protect underlying principal value and produce a reasonable level of current income. While the volatility risk of this option is the lowest, accumulation risk is the highest. A money market fund may not be necessary if the stable value options do not have restrictions on interfund transfers from the stable value fund to other funds in the portfolio.

A **Stable Value, General Account or Fixed Account Option** invests in book value investments which may include General Account annuity products, Separate Account Annuity products, Guaranteed Accumulation Accounts (GAAs), Guaranteed Investment Contracts (GICs), Bank Investment Contracts (BICs), "Synthetic" GIC arrangements and money market instruments, and may invest in intermediate term fixed income securities with a duration of 5 years or less. Investments may either be made directly or through pooled arrangements. The objective of the fund is to provide higher income than a money market fund while still providing no fluctuation in principal value.

A **Bond Option** invests in cash equivalents and marketable fixed income securities. The portfolio may have an average duration that is short, intermediate or long term. The average portfolio quality shall be AA (or a comparable rating) or better by Moody's, Standard & Poor's or Fitch's ratings services. Sector and issue concentration guidelines will be dictated by the stated policies of the manager of the fund(s) and may include non-U. S. issuers.

The investment objective is to provide longer term preservation of capital while earning a high level of current income. However, principal values may fluctuate over time, primarily in response to changes in interest rates.

A **Large Capitalization* (Large Cap) Option** invests in those companies that comprise the top 70% of the overall stock market capitalization. This asset class may contain **value** funds that invest in stocks of companies the investment fund manager believes the stock market undervalues and has the potential for market appreciation. This asset class may also contain **growth** funds that invests in stocks of companies the fund manager believes will grow at a faster rate than its peers or the corresponding market. This asset class may include funds that are **blended** to include both value and growth stocks. Stocks in this asset class may provide additional investment growth through the reinvestment of dividends.

A **Medium Capitalization* (Mid Cap) Option** invests in companies that comprise the next 20% of the overall stock market. This asset class may contain **value** funds that invest in stocks of companies the investment fund manager believes the stock market undervalues and has the potential for market appreciation. This asset class may also contain **growth** funds that invests in stocks of companies the fund manager believes will grow at a faster rate than its peers or the corresponding market. This asset class may include funds that are **blended** to include both value and growth stocks. Mid-sized companies may be less able to weather economic shifts or other adverse developments than larger, more established companies.

A **Small Capitalization* (Small Cap) Option** invests in companies that comprise the remaining 10% of the overall stock market capitalization. This asset class may contain **value** funds that invest in stocks of companies the investment fund manager believes the stock market undervalues and has the potential for market appreciation. This asset class may also contain **growth** funds that invests in stocks of companies the fund manager believes will grow at a faster rate than its peers or the corresponding market. This asset class may include funds that are **blended** to include both value and growth stocks. Small-sized companies may be less able to weather economic shifts or other adverse developments than larger, more established companies.

An **International / Global Equity Option** The International Equity Option invests primarily in common stock of established non-U.S. issuers. This fund can be expected to be subject to risk factors not prevalent in domestic markets, including currency risk. The Global Equity Option (aka World Equity Option) invests in common stocks of established non-U.S. issuers as well as domestic common stocks as deemed appropriate by the fund managers. These funds are appropriate for a portion of a participant's account for which additional risk is acceptable in exchange for diversification from options tied to domestic markets. Currency fluctuation will contribute to increased return volatility.

An **Index Fund Option** invests identically or nearly identical to the market index whose return it seeks to duplicate. The objective of an index fund is to provide market diversification and a market average rate of return reflective of the market segment represented by a given index, e.g., the Standard & Poor's 500.

Asset Allocation Funds (Model Portfolios) offer an allocation of investments, principally stocks, bonds, and cash or cash equivalents, which are appropriate for a given stage of an individual's investment life cycle. An aggressive asset allocation fund will have greater weighting in stocks than a moderate or conservative asset allocation fund. A conservative asset allocation fund will be more heavily weighted toward current income and protection of capital. The objective of an asset allocation fund is to provide a composite rate of return from current income and capital appreciation which is appropriate for a given stage of an individual's investment life cycle.

Asset allocation, quality and sector concentration guidelines will be dictated by the stated policies of the manager or prospectus of a fund. The investment objective is to provide a diversified investment return of current income and capital appreciation.

Self-Directed Brokerage Option will offer a wide array of various families of mutual funds that can be accessed by individual participants.

*Market capitalization is determined by multiplying the total number of outstanding shares of stock by the market price of the stock. Market capitalization changes with the changes in the price of the stock and increasing or decreasing the outstanding number of shares. Currently, a company is categorized as large if the capitalization is over \$8.7 billion; mid cap is over \$1.5 billion up to \$8.7; small cap is under \$1.5 billion. However, this changes with significant swings in the stock market. To maintain consistency the 70%, 20%, 10% is used to determine equity asset classes.

INVESTMENT OPTION CHARACTERISTICS

	Money Market Option	Stable Value / Fixed Option	Bond Option	Large Cap Equity Option	Mid Cap Equity Option	Small Cap Equity Option	International Equity Option	Global Equity Option	Index Funds	Asset Allocation Funds
Investment Objective	Stable principal and income growth.	Moderate level of current income with stable principal value.	Higher level of current income and increasing principal appreciation values over the long-term.	Moderate capital growth and above average current dividend income.	Long-term growth of capital, less emphasis on current income.	Maximum capital gains, little or no emphasis on income.	Long-term growth of capital, little or no emphasis on income.	Long-term growth of capital, little or no emphasis on income.	Closely Replicate the performance of a specific market index.	Preselected, diversified portfolios, managed as a single fund. Funds may be risk based or estimated retirement date based.
Invests Primarily In...	Highest quality money market instruments.	General and Separate Account Annuities, GICs, BICs, Money Market instruments, intermediate-term bonds.	Gov't, agency, investment grade corporate bonds.	Common stocks of high quality, relatively mature companies with above average dividends.	Common stocks with prospects for growth superior to that of the broad market.	Common stocks which may be of smaller, higher risk businesses.	Common stocks of non-U.S. issuers with prospects for growth.	Common stocks of primarily non-U.S. issuers with prospects for growth.	Domestic stocks or international stocks or bonds, depending on the designated index.	Combinations of international stocks, domestic stocks, bonds, AND stable value, at varying proportions.
Primary Source of Return	Short-term interest income.	Intermediate-term interest income.	Long-term interest income, capital changes.	Capital growth and reinvested dividends.	Capital growth and long-term growth of dividends.	Capital growth.	Capital growth.	Capital growth.	Capital growth and/or income, depending on the designated index.	Growth and interest income.

	Money Market Option	Stable Value / Fixed Option	Bond Option	Large Cap Option	Mid Cap Option	Small Cap Option	Inter-national Equity Option	Global Equity Option	Index Funds	Asset Allocation Funds
Volatility Risk Potential	Lowest	Very low	Moderate	Slightly below average volatility than the S&P 500.	High short-term volatility.	Higher short-term volatility. Periods of several years may elapse before showing superior performance.	Highest short-term volatility. Subject to risk factors not prevalent in the domestic markets, such as currency fluctuations.	Highest short-term volatility. Subject to risk factors not prevalent in the domestic markets, such as currency fluctuations.	From high to moderate short term volatility, depending on the designated index.	Low to moderate, depending on the allocation selected.
Minimum Participant Investment Time Horizon	Less than one year.	1 to 3 Years	1 to 3 Years	4 to 5 Years	5 Years	5 to 10 Years	5 to 10 Years	5 to 10 Years	3 to 5 years	1 to 5 years, depending on the allocation selected.
Ten Year Accumulation Risk Potential	Highest	Moderate - High	Moderate	Low	Low	Low	Low	Low	Moderate to Low, depending on the designated index.	Moderate to Low.
Participant Perception	Safe	Safe. Transfer restrictions need to be carefully communicated.	The interest rate volatility concept may be hard to understand.	Concept easy, differences from Growth Fund are subtle.	Concept easy, actual process sophisticated.	Concept easy. Participants need to understand risks.	Concept may be mis-understood. Risk factors need to be communicated carefully.	Concept may be mis-understood. Risk factors need to be communicated carefully.	Premise of index funds – duplicating performance of a specific market segment – must be communicated	Simple way to invest in a broadly diversified portfolio.

Note: Guaranty Equity Option and Balanced Option have been removed without tracking changes

INVESTMENT FUND SELECTION – STABLE VALUE FUND

There are several different types of stable value funds, including separate and general account annuity products, GIC funds and FDIC products. Also, there is not, for most of these products, a standardized data base with performance and other pertinent information that would enable a search process to be conducted. There is also a need to enter into negotiations with the provider regarding investment strategy and style in situations where that is in the discretion of the plan sponsor. For these reasons, the selection of one or more stable value fund products will be conducted through a written request for proposal process to the appropriate vendors.

INVESTMENT FUND SELECTION - MUTUAL FUNDS

I. Alignment of Mutual Funds

- A. Mutual funds offered by the Deferred Compensation Plan will be by groupings of like investment policy and risk (volatility of returns).
- B. Contracted fund providers will be used to determine the groupings of mutual funds including index funds, if appropriate, by investment option characteristics. These investment option characteristics are subject to annual verification by the DCAC.
- C. Asset classes to be offered:

Money Market
1 to 2 Funds

Stable Value / Fixed Account
1 to 2 Funds

Bond
1 to 2 Funds

Equity Capitalization / Style	Value	Blend	Growth
Large-Cap	1 to 2 Funds	1 to 2 Funds	1 to 2 Funds
Mid-Cap	1 to 2 Funds	1 to 2 Funds	1 to 2 Funds
Small-Cap	1 to 2 Funds	1 to 2 Funds	1 to 2 Funds

Global
1 to 2 Funds

International
1 to 2 Funds

Index
1 to 5 Funds

Asset Allocation (Balanced or Models*)
3 to 15 Funds

Self-Directed Brokerage
Limited to 50% of Account to specified retail fund list

The DCAC may be interested in providing one or more Socially-Responsible Investment (SRI) option for participants that are interested in this style of investment choice. SRIs may be categorized in various asset classes. The SRI must remain competitive to its specific asset class and will be subject to investment analysis and potential replacement in the ongoing fund review process.

*Asset Allocation category may include balanced funds, risk based lifestyle funds or retirement based life-cycle funds.

Refer to Investment Option Characteristics on Page 7 above for specific investment detail.

- D. At the time of selection, the fund category established by the contracted fund providers for the previous six quarters, will determine the category placement of a fund under the Plan. In the event that a fund has not had consistency of placement within a category over the six quarters prior to selection, it shall be placed in the category most recently determined by contracted fund providers. It is recognized that the placement of a fund within its category may be a consideration in its selection. For example, if a fund has consistently, over a period of time, moved toward the outside ranges of its category, it may not be an appropriate candidate for selection since it may have a high probability of changing categories.

II. Selection of Funds

The selection process will be documented throughout to provide a history of initial screening, funds deleted, the reasons for the deletion and factors considered by the Deferred Compensation Advisory Committee in the final selection.

A. Initial Screening

1. The initial screening will produce a listing of funds that have outperformed the average of their respective categories for the five most recent five-year periods. At this point, those funds that are inappropriate for the Plan will be deleted. Deletion may occur for the following reasons:
 - a) The fund is closed
 - b) The fund is a specialty or sector fund
 - c) The fund has a policy of not being available for deferred compensation plans
 - d) The fund has loads that it is not willing to waive
 - e) The fund has an expense ratio that is uncompetitive in relationship to similarly managed funds.
2. The initial list of funds produced in (1) above shall be ranked according to their annualized performance over the most recent five-year investment period. Using these rankings, the following number of funds shall be selected as semi-finalists:

- a) Small Cap
- b) Mid Cap
- c) Large Cap
- d) Bond
- e) International
- f) Global
- g) Money Market Funds
- h) Index Funds
- i) Asset Allocation Funds

B. Determination of Finalists

1. Once the list of semi-finalists is determined in (2) above each fund will be reviewed:

- a) Annual performance over each of the immediately preceding five calendar years will be evaluated. Consistent performance return in each year of the five year period will be preferred. Consistent performance includes moderate Standard Deviation, (as determined by a comparison with the average standard deviation for that investment style), portfolio manager tenure, outperforming the appropriate benchmark for the three and five year periods and a consistent Risk and Return profile as determined by Morningstar.
- b) The fund's investment category placement over the last three years will be reviewed and funds that remain in the same category will be preferred.
- c) A questionnaire will be sent to the semi-finalist funds. Issues to be addressed in questionnaire include:
 - Number of accounts per manager
 - Portfolio manager tenure
 - Equity Investment style , including average market capitalization, portfolio turnover, number of holdings, consistency of style, sector weighting and security selection
 - Fixed Income Investment style, including duration management, sector selection, and security selection style. This question should include review of investment process, ability to articulate process as well as consistency of style or process.
 - Fees and expenses

- Confirm Minimum Operational Criteria compliance
- Disclosure that, based on the knowledge of the provider, the fund family has not participated in unethical trading practices

Funds that exhibit consistent performance and satisfy the Minimum Operational Criteria will be preferred.

2. Based on the information collected during the evaluation of the semi-finalists, funds will be reviewed and funds may be eliminated based on:

- Inconsistent performance history
- Excessive movement within investment category
- Qualitative factors such as excessive account turnover or an inappropriate investment style
- Inability to satisfy the Minimum Operational Criteria

For each fund that qualifies as a finalist the Deferred Compensation Advisory Committee will review the information collected on each fund and will select a finalist.

III. Minimum Criteria for Selection

A. Minimum Size and History Criteria

1. Size - to be considered a fund should be at least \$100 million. The intent is to restrict selection of mutual funds to the size appropriate for the potential cash flow to be generated by the Plan. If, however, this restriction reduces the potential pool of semi-finalists inappropriately, this criteria may be reduced to broaden selection.
2. Period of time in operation - a mutual fund (or a clone fund under the same management) should have been in operation for a period of 5 years prior to selection.

B. Minimum Operational Criteria

To be considered for inclusion in the Plan and to be a semi-finalist a fund should first meet the size and history criteria above. Next it must satisfy the Minimum Operational Criteria.

1. It must guarantee transactions at the prior day's price.
2. Front end loads and fund surrender charges must be waived.
3. It must be compatible with the Plan's administrative and record keeping accounting and system practices.

The City will have the ability to request mutual funds to pay it a fee for performing administrative services.

STANDARDS OF INVESTMENT PERFORMANCE

	3 Year Standard	5 Year Standard
Money Market Option	Competing Money Market Funds will be compared between contracted providers.	Competing Money Market Funds will be compared between contracted providers.
Stable Value Option	Competing Stable Value Funds will be compared between contracted providers.	Competing Stable Value Funds will be compared between contracted providers.
Bond Option	Total time-weighted rates of return that match or exceed the average return of a universe of fixed income funds.	Total time-weighted rates of return that match or exceed the average return of a universe of fixed income funds.

	3 Year Standard	5 Year Standard
Large Cap Option	Total time-weighted rates of return that match or exceed the average return of a universe of large cap funds.	Total time-weighted rates of return that match or exceed the average return of a universe of large cap funds.
Mid Cap Option	Total time-weighted rates of return that match or exceed the average return of a universe of mid cap funds that are managed in a comparable style.	Total time-weighted rates of return that match or exceed the average return of a universe of mid cap funds that are managed in a comparable style.
Small Cap Option	Total time-weighted rates of return that match or exceed the average return of a universe of small cap funds that are managed in a comparable style.	Total time-weighted rates of return that match or exceed the average return of a universe of small cap funds that are managed in a comparable style.
International/ Global Equity Option	Total time-weighted rates of return that match or exceed the average return of a universe of international / global equity funds that are managed in a comparable style.	Total time-weighted rates of return that match or exceed the average return of a universe of international / global equity funds that are managed in a comparable style.
Index Funds	Competing index funds will be compared to a comparable standard index. Consideration is made for tracking errors and the effect of the expense charge on the return.	Competing index funds will be compared to a comparable standard index. Consideration is made for tracking errors and the effect of the expense charge on the return.
Asset Allocation Funds	Competing Asset Allocation Funds will be compared between contracted providers.	Competing Asset Allocation Funds will be compared between contracted providers.

Note: Morningstar Principia Plus will be utilized to determine index of average performance rates by category. Funds not achieving the established benchmarks may be retained at the sole discretion of the DCAC.

INVESTMENT FUND EVALUATIONS

POLICY:

The DCAC retains the authority to periodically, but no less than annually, evaluate and deselect investment funds. Three (3) and five (5) year Standards of Investment Performance will be applied to all investment funds in the Plan. Each standard shall apply independent to the portfolio of each investment fund and is expected to be achieved net of investment management fees and expenses but not administrative, marketing, and enrollment fees. For funds without comparable indices or peer groups, such as general account products, the DCAC will compare the performance to other investment instruments in the market.

If an investment fund fails to meet the minimum standards of investment performance outlined in this document, the DCAC may take the following steps. The DCAC may, in its discretion, if circumstances warrant, proceed directly to Step 2.

PROCEDURE:

Step 1. The investment fund should immediately be placed on a one-year probation. Retention at the end of that one-year period will be contingent on the following:

- The fund should perform above the average of its investment management universe over three-year periods; or
- The fund should perform in the top quartile of its investment management universe over the past one-year period; and
- The Sharpe ratio must exceed the average Sharpe ratio for the applicable peer group; and
- Performance over these periods will be reviewed to justify retention.

Investment funds that do not satisfy the retention criteria at the end of that one-year period will be considered for replacement – see Step 2.

Step 2. A fund search may be initiated and a replacement fund selected. Regarding the Plan assets already deposited with the dropped fund, each participant will have a transition period of a length set by the DCAC, but not less than 60 days in which he or she may transfer their assets to the replacement fund or a fund option of the participant's choice. During the 60 (sixty) day transition period, reminders will be sent to participants monthly prior to eliminating the fund.

In the event a participant does not voluntarily select a replacement fund(s) by the end of the 60 (sixty) day transition period, the DCAC will direct the provider to transfer the current balance of the dropped fund to the most appropriate existing and/or replacement fund within the asset class with the same provider that has the most superior historical return over the past five (5) years. In the event the same provider does not offer another investment in the same asset class, the dropped fund will be transferred to the stable value fund of that provider.

Other reasons for probationary review of investment funds may include:

1. Change of investment manager by fund provider
2. Change of sub-advisor
3. Significant change in ownership or control
4. Significant change in fund management style or drift
5. Substantive change in portfolio turnover
6. Any violation of SEC rules or regulations
7. Operational difficulties concerning fund transfers or pricing
8. Excessive costs or trading practices
9. Negligible use by participants

LOANS

POLICY:

SUBJECT TO INTERNAL REVENUE SERVICE AND UNITED STATES TREASURY RULINGS AND REGULATIONS, THE PLAN WILL GIVE PLAN PARTICIPANTS THE ABILITY TO OBTAIN LOANS FROM THEIR DEFERRED COMPENSATION ACCOUNT. LOANS WILL BE ADMINISTERED DIRECTLY FROM THE PLAN PROVIDER(S). LOAN REPAYMENT WILL COME DIRECTLY FROM PAYROLL DEDUCTION. PARTICIPANTS MUST BE ACTIVE EMPLOYEES AND ELIGIBLE FOR CONTRIBUTIONS TO THE DEFERRED COMPENSATION PLAN. TERMINATION OR SEPARATION FROM SERVICE WILL REQUIRE LOAN REPAYMENT IN FULL. NON REPAYMENT OF THE LOAN WILL BE SUBJECT TO CURRENT APPLICABLE FEDERAL AND STATE TAXES AND PENALTIES THAT APPLY. THE DCAC RESERVES THE RIGHT TO LIMIT THE NUMBER OF LOANS AVAILABLE TO AN ELIGIBLE PARTICIPANT.

BLACKOUT PERIOD

POLICY:

The Plan will give plan participants a minimum of 30-day advance notice of “blackout periods” affecting their rights to direct investments, take loans (if available) or obtain distributions. Blackout periods may occur when plans change record-keepers, record-keeping systems or investment options. Individual participants will receive a blackout notice that contains, among other things:

- The reasons for the blackout period,
- A description of the rights that will be suspended during the blackout period,
- The start and end dates of the blackout period,
- A statement advising participants to evaluate their current investments based on their inability to direct or diversify assets during the blackout period.

DISCLOSURE OF FEES, COMMISSIONS AND CHARGES

POLICY:

All fees, commissions and charges for each selected investment option must be fully disclosed to the Deferred Compensation Advisory Committee before the option can be made available to plan participants. That is, in its review of a fund's performance history, the Deferred Compensation Advisory Committee must be shown the fund's gross performance less all applicable fees, commissions and charges, and the resulting net return.

In addition, these fees, commissions and charges will be disclosed to all participants at enrollment and at any other time as appropriate. It will be disclosed to plan participants the nature of all variances between gross return and net return.

INVESTMENT COMMUNICATIONS TO PARTICIPANTS

POLICY:

Information about each investment option will be given or made available to Plan participants to help them to make informed investment choices. The Plan shall provide at least quarterly statements of fund performance to each participant.

Upon request, copies of investment fund prospectuses or similar equivalent information will be provided to participants as well as such other information as the Committee has available such as a list of underlying investments for a given fund.

INVESTMENT EDUCATION

POLICY:

It is the Deferred Compensation Advisory Committee's objective to provide employees with ongoing investment education. The purpose of the investment education program is to provide information and tools to assist in the development of a personal investment strategy for employees and facilitate the achievement of savings and retirement goals.

REVIEW

POLICY:

It is the intention of the DCAC to review this document at least every three years and make necessary amendments.

Secretary, Deferred Compensation Advisory Committee, City of San Jose